

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699  
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WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

Mary P. Sclawy  
Direct line: 313.396.6357

August 13, 1996

Secretary  
Surface Transportation Board  
Room 2215  
12th and Constitution Ave. N.W.  
Washington, DC 20423

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Units of Railroad Rolling Stock, dated July 19, 1996 and executed by Grand Trunk Western Railroad, sublessee under a certain Sublease of Railroad Equipment, dated as of October 15, 1978 (the "Sublease"). The units covered by this notice are locomotives, subject to the Sublease, to a Conditional Sale Agreement, dated as of October 15, 1978 (the "CSA") and to a Lease of Railroad Equipment, also dated as of October 15, 1978 (the "Lease").

The Sublease was filed with the Interstate Commerce Commission on April 3, 1981 and assigned recordation number 9860-J. The CSA and the Lease were recorded in the same series.

The parties to the agreements are:

Vendor General Motors Corporation (Electro-Motive Division),  
predecessor in interest to First Security Bank of Utah, N.A.

Vendee/ First Security State Bank, predecessor in interest to First Security  
Lessor/ Bank of Idaho, N.A.  
Owner-Trustee

Lessee/ Great American Management Services, Inc.  
Sublessor

Trustor Mercantile Trust Company, N.A., predecessor in interest to Mellon  
Financial Services Corporation #3

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 19 1 44 PM '96

9860-8

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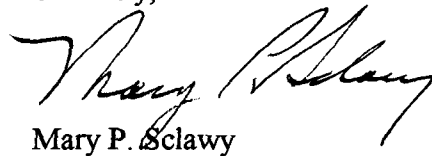
Sublessee      Grand Trunk Western Railroad Company, predecessor in interest  
to Grand Trunk Western Railroad Incorporated

The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1788 in the amount of \$21.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy", written in a cursive style.

Mary P. Sclawy

C:      John A. N. Lamont

CA 4588

### Schedule A to Notice of Renumbering

Rolling Stock Type: GP 38-2 (2,000 hp diesel electric locomotives manufactured by the Electromotive Division of General Motors Corporation.

#	Original Lease Mark & Number of all Units		Previous Lease Mark & Number (changed Units only)		Current Lease Mark & Number of all Units	
1	GTW	5850	DWP	5850	GTW	5850
2	GTW	5851	DWP	5851	GTW	5851
3	GTW	5852	DWP	5852	GTW	5852
4	GTW	5853	DWP	5853	GTW	5853
5	GTW	5854	-	-	GTW	5854
6	GTW	5855	-	-	GTW	5855
7	GTW	5856	-	-	GTW	5856
8	GTW	5857	-	-	GTW	5857
9	GTW	5858	-	-	GTW	5858
10	GTW	5859	-	-	GTW	5859
11	GTW	5860	-	-	GTW	5860
12	GTW	5861	-	-	GTW	5861

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001**

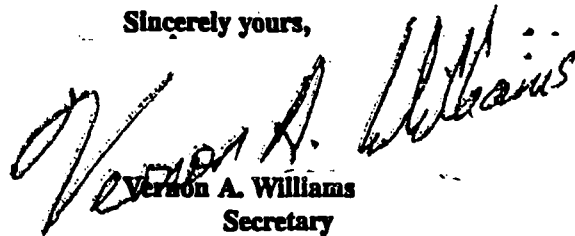
8/19/96

Mary P. Sclawy  
Hopkins & Sutter  
1333 Brewery Park Boulevard  
Ste. 101  
Detroit, Michigan 48207-2699

**Dear** Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/96 at 1:55PM, and assigned recordation number(s). 5565-F, 6062-E, 8490-D, 9860-P, 14421-I, 15268-E, 15700-D, 16401-D and 16904-D.

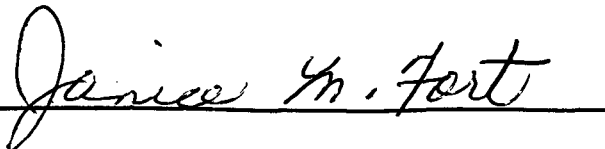
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 189.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



9860-P

19

**NOTICE OF RENUMBERING**  
**OF LEASED UNITS OF RAILROAD ROLLING STOCK**

**WHEREAS** *General Motors Corporation (Electro-Motive Division)* (predecessor-in-interest to *First Security Bank of Utah, N.A.*) as vendor and *First Security State Bank* (predecessor-in-interest to *First Security Bank of Idaho, N.A.*) as vendee ("Trustee") entered into a Conditional Sale Agreement dated as of 15 October 1978 (the "CSA") covering the sale of certain locomotives;

**WHEREAS** *Great American Management Services, Inc.* as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 15 October 1978 (the "Lease"), with the Trustee as lessor (and owner-trustee pursuant to a Trust Agreement of even date with *Mercantile Trust Company, N.A.* (predecessor-in-interest to *Mellon Financial Services Corporation # 3*) as trustor), covering certain of the locomotives sold pursuant to the CSA;

**WHEREAS** the Lessee as sublessor entered into a Sublease of Railroad Equipment dated as of 15 October 1978 (the "Sublease"), with *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as sublessee (the "Sublessee"), covering certain of the locomotives leased to Lessee pursuant to the Lease; and

**WHEREAS** the Sublease was recorded with *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*) in accordance with 49 U.S.C. Section 11303 (now 49 U.S.C. Section 11301) on 3 April 1981 and assigned recordation number 9860-J.

**NOW THEREFORE, TAKE NOTICE THAT** a) the Sublessee has renumbered certain of the locomotives subject to the CSA, Lease and the Sublease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Sublessee, pursuant to the terms of the Sublease, shall cause this Notice of Renumbering to be filed at the *Surface Transportation Board*.

**IN WITNESS WHEREOF**, this Notice of Renumbering has been executed, by an authorized signatory of the Sublessee, as of the 19th day of July 1996.

**GRAND TRUNK WESTERN RAILROAD**  
**INCORPORATED** as sublessee

By:   
John A.N. Lamont

### Schedule A to Notice of Renumbering

Rolling Stock Type: GP 38-2 (2,000 hp diesel electric locomotives manufactured  
by the Electromotive Division of General Motors Corporation.

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5	GTW	5854	-	-	GTW	5854
6	GTW	5855	-	-	GTW	5855
7	GTW	5856	-	-	GTW	5856
8	GTW	5857	-	-	GTW	5857
9	GTW	5858	-	-	GTW	5858
10	GTW	5859	-	-	GTW	5859
11	GTW	5860	-	-	GTW	5860
12	GTW	5861	-	-	GTW	5861

PROVINCE OF QUEBEC     )  
                                      ) ss  
DISTRICT OF MONTREAL    )

On this 23 day of July, 1996, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Commissioner for Oaths

My commission expires: July 26, 1996

YVAN ROY  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District - Montreal  
Expires July 26, 1996  
No. 126 531